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**UNITED STATES BANKRUPTCY COURT FOR
SOUTHERN NEW YORK BANKRUPTCY COURT**

In re: Delphi Corporation

Debtor

Chapter 11

Case Nos. 05-44481

Claim No. (See Attachment)

**NOTICE OF TRANSFER OF CLAIM
PURSUANT TO FRBP RULE 3001(e)(2)**

1. TO: Madison Investment Trust – Series 38 (“Transferor”)
[TRANSFEROR NAME & ADDRESS]

6310 Lamar Ave. 120

Overland Park, Kansas 66202

2. Please take notice of the transfer of \$2,246,698.65 of your claim referenced above, together with all applicable interest, fees and expenses related thereto (the "Transferred Claim")

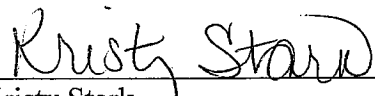
Transfer \$2,246,698.65 to:

Goldman Sachs Credit Partners L.P. c/o Goldman Sachs & (“Transferee”)
[TRANSFeree NAME & ADDRESS]

30 Hudson, 17 Floor

Jersey City, NJ 07302

No action is required if you do not object to the transfer of your claim.



Kristy Stark
Madison Liquidity Investors, LLC
800-896-8913

EVIDENCE OF TRANSFER OF CLAIM

TO: Southern District of New York Bankruptcy Court
AND TO: Madison Investment Trust - Series 38
6310 Lamar Ave, Suite 120
Overland Park, KS 66202

Madison Investment Trust - Series 38 ("Seller"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and pursuant to the terms of a Purchase and Sale Agreement dated as of the date hereof, does hereby certify that it has unconditionally and irrevocably sold, transferred and assigned to Goldman Sachs Credit Partners L.P. c/o Goldman Sachs & Co., its successors, with offices at 30 Hudson, 17th Floor, Jersey City, NJ 07302 ("Buyer"), and assigns all right, title and interest in and to the Claim(s) of Seller, shown on the attached Schedule, against Delphi Corporation in the Southern District of New York, in the case entitled In re Delphi Corporation, with a Case Number of 05-44481 pending in the Court, including without limitation those receivables of Seller.

Seller hereby waives any notice or hearing requirements imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, and stipulates that an order may be entered recognizing this Assignment of Claim as an unconditional assignment and Buyer herein as the valid owner of the Claim. You are hereby requested to make all future payments and distributions, and to give all notices and other communications, in respect to the Claim to Buyer.

IN WITNESS WHERE OF, dated as of January 17, 2007

Name: Madison Investment Trust - Series 38

By: Kristy Stark
(Signature of Claimant)

Print Name: Kristy Stark

6310 Lamar Ave., Suite 120
(Address)

Overland Park, KS 66202
(Address)

20-6539324
(SS#/Tax ID)

Accepted: [Signature]
By: [Signature]

Brian J. Clarke
Authorized Signatory

Company	Entity	Ownership Entity	POC #	POC Amount
GM NAMEPLATE	Delphi Medical Systems Colorado Corporation	Madison Investment Trust - Series 38	150	\$ 2,756.60
EPES EXPRESS SERVICES	Delphi Automotive Systems LLC	Madison Investment Trust - Series 38	1143	\$ 2,975.00
UNIVERSAL BEARINGS INC	Delphi Automotive Systems LLC	Madison Investment Trust - Series 38	1787	\$ 125,510.57
UNIVERSAL BEARINGS INC	Delphi Automotive Systems LLC (Reclamation)	Madison Investment Trust - Series 38	1787	\$ 1,391.75
MINCO PRODUCTS INC.	Delphi Medical Systems Texas Corporation	Madison Investment Trust - Series 38	2112	\$ 1,893.75
MINCO PRODUCTS INC.	Delphi Medical Systems Colorado Corporation	Madison Investment Trust - Series 38	2113	\$ 18,512.58
NEUTRONIC STAMPING AND PLATING	Delphi Connection Systems	Madison Investment Trust - Series 38	2119	\$ 52,823.00
ROBERT MCKEOWN COMPANY	Specialty Electronics Inc.	Madison Investment Trust - Series 38	2132	\$ 14,924.43
PREMIER MANUFACTURING	Delphi Automotive Systems LLC	Madison Investment Trust - Series 38	2639	\$ 1,179,772.10
BRAINERD CHEMICAL CO. INC.	Exhaust Systems Corporation	Madison Investment Trust - Series 38	3360	\$ 2,138.04
CLAYTON'S MERCHANTILE SUPPLY	Delphi Medical Systems Colorado Corporation	Madison Investment Trust - Series 38	3994	\$ 3,619.50
PHILADELPHIA MIXING SOLUTIONS	Exhaust Systems Corporation	Madison Investment Trust - Series 38	5504	\$ 55,460.00
DAYTON DOOR SALES INC	Delphi Automotive Systems LLC	Madison Investment Trust - Series 38	5592	\$ 18,173.10
LABELLE INDUSTRIAL SALES	Delphi Automotive Systems LLC	Madison Investment Trust - Series 38	6049	\$ 2,573.00
APPLIED PROCESS INC	Delphi Automotive Systems LLC	Madison Investment Trust - Series 38	6846	\$ 6,849.82
CANTEEN CORP	Delphi Automotive Systems LLC	Madison Investment Trust - Series 38	7452	\$ 26,136.00
HENNESSEY CAPITAL SOLUTIONS as assignee of MARKIN TUBING LP	Delphi Automotive Systems LLC	Madison Investment Trust - Series 38	8452	\$ 111,819.06
STEPHENSON AND LAWYER INC	Delphi Automotive Systems LLC	Madison Investment Trust - Series 38	8667	\$ 6,688.50
AMERICAN/JEBCO CORPORATION	Delphi Automotive Systems LLC	Madison Investment Trust - Series 38	8987	\$ 4,607.00
MERCER HUMAN RESOURCE CONSULTING	Delphi Automotive Systems LLC	Madison Investment Trust - Series 38	9879	\$ 18,719.00
SANDERS LEAD CO	Delphi Automotive Systems LLC (Reclamation)	Madison Investment Trust - Series 38	12615	\$ 584,454.79
EXAIR CORP	Delphi Automotive Systems LLC	Madison Investment Trust - Series 38	1191-1194	\$ 5,101.06
				\$ 2,246,698.65